

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

BENSLEY CONSTRUCTION, INC.,
on its own behalf and on behalf
of all others similarly situated,

Plaintiff,

V.

MARSH & MCLENNAN COMPANIES, INC.,
et al.

Defendants.

CIVIL ACTION NO.
05-11249-GAO

MOTION TO ADMIT PRO HAC VICE

Pursuant to Fed. R. Civ. P. 11, defendant USI Holdings Corp. ("USI"), by its attorney, Ian Crawford, moves the Court to admit Rachel L. Gerstein from Akin Gump Strauss Hauer & Feld, LLP pro hac vice for purposes of the above-captioned matter and states:

1. The undersigned is a partner with the law firm of Todd & Weld LLP and is a member in good standing of the Bar of the Commonwealth of Massachusetts.

2. Rachel L. Gerstein is an associate with the law firm of Akin Gump Strauss Hauer & Feld in New York, N.Y. and has been retained by USI to represent its interests in this action.

3. Ms. Gerstein is a member in good standing of the New York Bar as shown by the affidavit attached.

4. The undersigned will serve as local counsel for USI in this matter.

5. The \$50 filing fee for Ms. Gerstein has been paid.

WHEREFORE, USI requests an Order admitting Rachel L. Gerstein pro hac vice.

USI HOLDINGS CORP.

By its attorney,

/s/ Ian Crawford
Ian Crawford (BBO#544475)
Todd & Weld LLP
28 State Street
Boston, MA 02109
(617) 720-2626

DATED: July 18, 2005

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

_____)	
BENSLEY CONSTRUCTION, INC.)	
on its own behalf and on behalf)	
of all others similarly situated,)	
)	
Plaintiff,)	Civil Action No.
v.)	05-11249 GAO
)	
)	
MARSH & MCLENNAN,)	
COMPANIES, INC., et al)	
)	
Defendant.)	
_____)	

VERIFIED APPLICATION OF RACHEL L. GERSTEIN FOR
ADMISSION AS COUNSEL PRO HAC VICE

I, Rachel L. Gerstein, request that I be admitted pro hac vice for purposes of this action. In support of this application, I declare that:

1. I am not a resident of the Commonwealth of Massachusetts, am not regularly employed in the Commonwealth of Massachusetts, and am not regularly engaged in substantial business, professional, or other activities in the Commonwealth of Massachusetts.

2. My current residence is 230 E. 79th Street Apt. 5E, New York, NY 10021.

3. I am an associate with the law firm of Akin Gump Strauss Hauer & Feld, LLP, and my business address is 590 Madison Avenue, New York, NY 10022-2524.

4. I am a 2000 graduate of the University of Pennsylvania Law School.

5. I am a member of good standing in the New York State Bar.

6. I have been admitted to practice in each of the courts listed below and am a member in good standing in each such court:

The New York Eastern District Court
The New York Southern District Court

7. I am not currently suspended, disbarred or under investigation by any court.

8. For purposes of this action, Attorney Ian Crawford of Todd & Weld will serve as local counsel and will be an attorney of record in this action.

9. Defendant USI Holdings Corp. ("USI") has specifically requested that I represent it in this action.

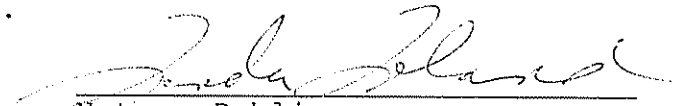
10. I have been given a copy and am familiar with the Local Rules of the United States District Court for the District of Massachusetts.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 13th day of July, 2005.


RACHEL L. GERSTEIN

Subscribed and sworn to before me by Rachel L. Gerstein on this 13th day of July, 2005.


LINDA LELAND
Notary Public, State of New York
No. 60-4978607
Qualified in Westchester County
Commission Expires March 11, 2007

Notary Public